

C. DOUGLAS BROWN

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*****70.00 *****70.00

January 7, 1998

Corporations Division
Florida Department of State
The Capital
Tallahassee, FL 32399

Re: New Filing - Legacy Properties, Inc.

Please find enclosed original and one copy of Articles of Incorporation for filing together with a check for the \$70.00 filing fee.

Please return the copy along with the filing certificate to this office.

Your data base shows a corporation dissolved in 1993 named Century 21 Legacy Properties, Inc. In speaking with your representative by telephone I was told there is no conflict with our chosen name, Legacy Properties, Inc.

Very truly yours,

C. Douglas Brown

Enc.

CDB:p

FILED
98 JAN -9 PM 3.08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/11-12-98

ARTICLES OF INCORPORATION

OF

LEGACY PROPERTIES, INC.

Article I - Name

The name of this corporation is Legacy Properties, Inc. and the initial office of the corporation shall be located at 2408 Grand Harbor Drive, Panama City Beach, Florida 32408.

Article II - Duration

This corporation shall exist perpetually, commencing with the date these Articles of Incorporation are filed with the Florida Department of State.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2408 Grand Harbor Drive, Panama City Beach, FL 32408 and the name of the registered agent at that address is Karen T. Brown.

Article VI - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

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TALLAHASSEE, FLORIDA

The name and address of the initial directors of the corporation are:

Janice B. Mathers, 4505 Mainsail Drive, Panama City Beach, FL 32408

Karen T. Brown, 2408 Grand Harbor Drive, Panama City Beach, FL 32408

C. Douglas Brown, Jr., 4508 Mainsail Drive, Panama City Beach, FL 32408

C. Douglas Brown, Sr., 237 Pine Ridge Drive, Panama City, FL 32405

Article VII - Incorporators

The name and address of the persons signing these Articles is as follows:

Janice B. Mathers, 4505 Mainsail Drive, Panama City Beach, FL 32408

Karen T. Brown, 2408 Grand Harbor Drive, Panama City Beach, FL 32408

Article VIII - Preemptive Rights

Every shareholder, upon the sale of stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law for consequences of corporate activities.

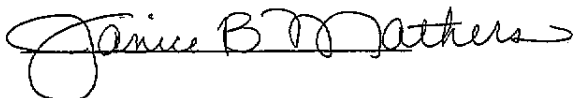
Article XI - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure

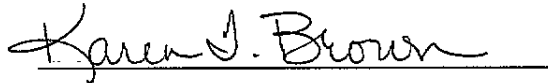
provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto executed these

Articles of Incorporation this 7th day of January, 1998.



Janice B. Mathers, Incorporator



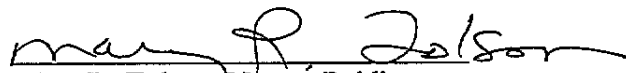
Karen T. Brown, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 7th day of January, 1998, by Janice B. Mathers and Karen T. Brown, who did take oaths and are personally known to me.



Mary R. Tolson
MY COMMISSION # CC493496 EXPIRES
December 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


Mary R. Tolson, Notary Public

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.


Karen T. Brown

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA